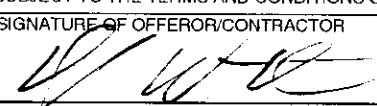
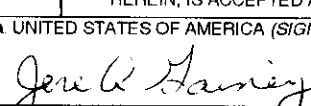


SOLICITATION/CONTRACT/ORDER FOR COMMERCIAL ITEMS					1. REQUISITION NUMBER See Schedule		PAGE 1 OF 48	
2. CONTRACT NO.			3. AWARD/EFFECTIVE DATE		4. ORDER NUMBER		5. SOLICITATION NUMBER F11626-02-Q-0001	
7. FOR SOLICITATION INFORMATION CALL:			a. NAME Jere A. Gainey			b. TELEPHONE NUMBER (No collect calls) (618) 229-2483		6. SOLICITATION ISSUE DATE 31/May/2002
9. ISSUED BY HQ AMC/DOYAS 402 Scott Dr., Unit 3A1 Scott AFB, IL 62225-5302			CODE FA4428		10. THIS ACQUISITION IS <input checked="" type="checkbox"/> UNRESTRICTED <input type="checkbox"/> SET ASIDE: % FOR <input type="checkbox"/> SMALL BUSINESS <input type="checkbox"/> SMALL DISAV. BUSINESS <input type="checkbox"/> 8(A) SIC: 4522 SIZE STANDARD:		11. DELIVERY FOR DESTINATION UNLESS BLOCK IS MARKED <input checked="" type="checkbox"/> SEE SCHEDULE <input type="checkbox"/> 13a THIS CONTRACT IS A RATED ORDER UNDER DPAS (15 CFR 700) 13b. RATING 14. METHOD OF SOLICITATION <input checked="" type="checkbox"/> RFQ <input type="checkbox"/> IFB <input type="checkbox"/> RFP	
15. DELIVER TO As Specified on Individual Orders/			CODE		16. ADMINISTERED BY HQ AMC/DOYMB 402 Scott Dr., Unit 3A1 Scott AFB, IL 62225-5302		CODE FA4428	
17a. CONTRACTOR/OFFEROR Airborne Express Inc. 3101 Western Avenue Seattle, WA 98121 TELEPHONE NO. 206-830-3169			CODE AIRB FACILITY CODE		18a. PAYMENT WILL BE MADE BY See Individual Orders/ CODE			
<input checked="" type="checkbox"/> 17b. CHECK IF REMITTANCE IS DIFFERENT AND PUT SUCH ADDRESS IN OFFER			18b. SUBMIT INVOICES TO ADDRESS SHOWN IN BLOCK 18a UNLESS BLOCK BELOW IS CHECKED <input type="checkbox"/> SEE ADDENDUM					
19. ITEM NO.		20. SCHEDULE OF SUPPLIES/SERVICES SEE CONTINUATION OF SF1449 <i>(Attach Additional Sheets as Necessary)</i>			21. QUANTITY		22. UNIT	
							23. UNIT PRICE	
							24. AMOUNT	
25. ACCOUNTING AND APPROPRIATION DATA					26. TOTAL AWARD AMOUNT (For Govt. Use Only)			
<input checked="" type="checkbox"/> 27a. SOLICITATION INCORPORATES BY REFERENCE FAR 52.212-1, 52.212-4. FAR 52.212-3 AND 52.212-5 ARE ATTACHED. ADDENDA					<input checked="" type="checkbox"/> ARE <input type="checkbox"/> ARE NOT ATTACHED			
<input type="checkbox"/> 27b. CONTRACT/PURCHASE ORDER INCORPORATES BY REFERENCE FAR 52.212-4. FAR IS ATTACHED. ADDENDA					<input type="checkbox"/> ARE <input type="checkbox"/> ARE NOT ATTACHED			
28. CONTRACTOR IS REQUIRED TO SIGN THIS DOCUMENT AND RETURN _____ COPIES					29. AWARD OF CONTRACT: REFERENCE _____ OFFER			
<input type="checkbox"/> TO ISSUING OFFICE. CONTRACTOR AGREES TO FURNISH AND DELIVER ALL ITEMS SET FORTH OR OTHERWISE IDENTIFIED ABOVE AND ON ANY ADDITIONAL SHEETS SUBJECT TO THE TERMS AND CONDITIONS SPECIFIED HEREIN.					<input type="checkbox"/> DATED _____ YOUR OFFER ON SOLICITATION (BLOCK 5), INCLUDING ANY ADDITIONS OR CHANGES WHICH ARE SET FORTH HEREIN, IS ACCEPTED AS TO ITEMS.			
30a. SIGNATURE OF OFFEROR/CONTRACTOR 					31a. UNITED STATES OF AMERICA (SIGNATURE OF CONTRACTING OFFICER) 			
30b. NAME AND TITLE OF SIGNER Douglas W. Thomas, Director			30c. DATE SIGNED Pricing 06/26/02		31b. NAME OF CONTRACTING OFFICER JERE A. GAINEY			31c. DATE SIGNED 08/02/02
32a. QUANTITY IN COLUMN 21 HAS BEEN <input type="checkbox"/> RECEIVED <input type="checkbox"/> INSPECTED <input type="checkbox"/> ACCEPTED, AND CONFORMS TO THE CONTRACT, EXCEPT AS NOTED					33. SHIP NUMBER <input type="checkbox"/> PARTIAL <input type="checkbox"/> FINAL		34. VOUCHER NUMBER	
32b. SIGNATURE OF AUTHORIZED GOVT. REPRESENTATIVE					32c. DATE		35. AMOUNT VERIFIED CORRECT FOR	
32d. SIGNATURE OF AUTHORIZED GOVT. REPRESENTATIVE					32e. DATE		36. PAYMENT <input type="checkbox"/> COMPLETE <input type="checkbox"/> PARTIAL <input type="checkbox"/> FINAL	
41a. I CERTIFY THIS ACCOUNT IS CORRECT AND PROPER FOR PAYMENT					38. S/R ACCOUNT NUMBER		37. CHECK NUMBER	
41b. SIGNATURE AND TITLE OF CERTIFYING OFFICER					41c. DATE		39. S/R VOUCHER NUMBER	
					42a. RECEIVED BY (Print)		40. PAID BY	
					42b. RECEIVED AT (Location)			
					42c. DATE REC'D (YY/MM/DD)		42d. TOTAL CONTAINERS	

AUTHORIZED FOR LOCAL REPRODUCTION

SEE REVERSE FOR OMB CONTROL NUMBER AND
PAPERWORK BURDEN STATEMENT

STANDARD FORM 1449 (10-95)
Prescribed by GSA - FAR (48 CFR) 53.212

SOLICITATION/CONTRACT/ORDER FOR COMMERCIAL ITEMS
OFFEROR TO COMPLETE BLOCKS 12, 17, 23, 24, & 30

1. REQUISITION NUMBER		PAGE 1 OF 73	
2. CONTRACT NO. F11626-02-A-0005		3. AWARD/EFFECTIVE DATE 01/Oct/2002	
4. ORDER NUMBER		5. SOLICITATION NUMBER F11626-02-Q-0001	
7. FOR SOLICITATION INFORMATION CALL:		a. NAME Jere A. Gainey	
b. TELEPHONE NUMBER (No collect calls) (618) 229-2483		8. OFFER DUE DATE/LOCAL TIME	
9. ISSUED BY HQ AMC/DOYAS 402 Scott Dr., Unit 3A1 Scott AFB, IL 62225-5302		CODE FA4428	
10. THIS ACQUISITION IS <input checked="" type="checkbox"/> UNRESTRICTED <input type="checkbox"/> SET ASIDE: % FOR <input type="checkbox"/> SMALL BUSINESS <input type="checkbox"/> SMALL DISAV. BUSINESS <input type="checkbox"/> 8(A) SIC: 4522 SIZE STANDARD:		11. DELIVERY FOR FOB DESTINATION UNLESS BLOCK IS MARKED <input checked="" type="checkbox"/> SEE SCHEDULE <input type="checkbox"/> 13a. THIS CONTRACT IS A RATED ORDER UNDER DPAS (15 CFR 700) 13b. RATING 14. METHOD OF SOLICITATION <input checked="" type="checkbox"/> RFQ <input type="checkbox"/> IFB <input type="checkbox"/> RFP	
12. DISCOUNT TERMS		15. DELIVER TO As Specified on Individual Orders/	
CODE		16. ADMINISTERED BY HQ AMC/DOYMB 402 Scott Dr., Unit 3A1 Scott AFB, IL 62225-5302	
CODE		CODE FA4428	
17a. CONTRACTOR/OFFEROR AIRBORNE EXPRESS - DOMESTIC EXPRESS 3131 ELLIOTT AVE SEATTLE, WA. 98121		18a. PAYMENT WILL BE MADE BY See Individual Orders/	
CODE 5X229		CODE	
FACILITY CODE		17b. CHECK IF REMITTANCE IS DIFFERENT AND PUT SUCH ADDRESS IN OFFER <input type="checkbox"/>	
TELEPHONE NO. (206) 830-3169		18b. SUBMIT INVOICES TO ADDRESS SHOWN IN BLOCK 18a UNLESS BLOCK BELOW IS CHECKED <input type="checkbox"/> SEE ADDENDUM	
19. ITEM NO.		20. SCHEDULE OF SUPPLIES/SERVICES SEE CONTINUATION OF SF1449 <i>(Attach Additional Sheets as Necessary)</i>	
21. QUANTITY		22. UNIT	
23. UNIT PRICE		24. AMOUNT	
25. ACCOUNTING AND APPROPRIATION DATA Will be cited on Delivery Orders		26. TOTAL AWARD AMOUNT (For Govt. Use Only) (Estimated) \$100,000,000.00	
<input checked="" type="checkbox"/> 27a. SOLICITATION INCORPORATES BY REFERENCE FAR 52.212-1, 52.212-4. FAR 52.212-3 AND 52.212-5 ARE ATTACHED. ADDENDA		<input checked="" type="checkbox"/> ARE <input type="checkbox"/> ARE NOT ATTACHED	
<input checked="" type="checkbox"/> 27b. CONTRACT/PURCHASE ORDER INCORPORATES BY REFERENCE FAR 52.212-4. FAR IS ATTACHED. ADDENDA		<input checked="" type="checkbox"/> ARE <input type="checkbox"/> ARE NOT ATTACHED	
28. CONTRACTOR IS REQUIRED TO SIGN THIS DOCUMENT AND RETURN _____ COPIES TO ISSUING OFFICE. CONTRACTOR AGREES TO FURNISH AND DELIVER ALL ITEMS SET FORTH OR OTHERWISE IDENTIFIED ABOVE AND ON ANY ADDITIONAL SHEETS SUBJECT TO THE TERMS AND CONDITIONS SPECIFIED HEREIN.		29. AWARD OF CONTRACT: REFERENCE Airborne/Emery OFFER DATED 28/Jun/2002 . YOUR OFFER ON SOLICITATION (BLOCK 5), INCLUDING ANY ADDITIONS OR CHANGES WHICH ARE SET FORTH HEREIN, IS ACCEPTED AS TO ITEMS:	
30a. SIGNATURE OF OFFEROR/CONTRACTOR		31a. UNITED STATES OF AMERICA (SIGNATURE OF CONTRACTING OFFICER) <i>Jere A. Gainey</i>	
30b. NAME AND TITLE OF SIGNER		31b. NAME OF CONTRACTING OFFICER JERE A. GAINNEY (618) 229-2483 Jere.Gainey@scott.af.mil	
30c. DATE SIGNED		31c. DATE SIGNED 02/Aug/2002	
32a. QUANTITY IN COLUMN 21 HAS BEEN <input type="checkbox"/> RECEIVED <input type="checkbox"/> INSPECTED <input type="checkbox"/> ACCEPTED, AND CONFORMS TO THE CONTRACT, EXCEPT AS NOTED		33. SHIP NUMBER <input type="checkbox"/> PARTIAL <input type="checkbox"/> FINAL	
32b. SIGNATURE OF AUTHORIZED GOVT. REPRESENTATIVE		34. VOUCHER NUMBER	
32c. DATE		35. AMOUNT VERIFIED CORRECT FOR	
41a. I CERTIFY THIS ACCOUNT IS CORRECT AND PROPER FOR PAYMENT		36. PAYMENT <input type="checkbox"/> COMPLETE <input type="checkbox"/> PARTIAL <input type="checkbox"/> FINAL	
41b. SIGNATURE AND TITLE OF CERTIFYING OFFICER		37. CHECK NUMBER	
41c. DATE		38. S/R ACCOUNT NUMBER	
42a. RECEIVED BY (Print)		39. S/R VOUCHER NUMBER	
42b. RECEIVED AT (Location)		40. PAID BY	
42c. DATE REC'D (YY/MM/DD)		42d. TOTAL CONTAINERS	